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- and -

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of Junior Secured Noteholders

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	
)	Chapter 11
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	
)	Case No. 12-12020 (MG)
)	
Debtors.)	(Jointly Administered)
)	

**AMENDED VERIFIED STATEMENT OF WHITE & CASE LLP AND MILBANK,
TWEED, HADLEY & MCCLOY LLP PURSUANT TO FEDERAL RULE OF
BANKRUPTCY PROCEDURE 2019¹**

In connection with the above-captioned chapter 11 cases (the “Chapter 11 Cases”) commenced by the debtors on May 14, 2012, White & Case LLP (“White & Case”) and

¹ This 2019 Statement is being filed in response to the Debtors’ assertions made only one day prior to a contested hearing that the Ad Hoc Group should not be heard because the Ad Hoc Group’s existing 2019 Statement is not compliant. Although the Ad Hoc Group disputes such assertion, the Ad Hoc Group files this Amended 2019 Statement to render the issue moot. Given the untimeliness of the Debtors’ assertions, certain Members of the Ad Hoc Group holding less than \$24 million of Notes in the aggregate have not yet reported their holdings. Those Members have been suspended from further participation in the Ad Hoc Group pending reporting their holdings. The Ad Hoc Group will file a supplemental Amended 2019 Statement upon receipt of such additional information and readmission of such Members.

Milbank, Tweed, Hadley & McCloy (“Milbank” and, together with White & Case, “Counsel”) hereby submit this amended verified statement (the “Amended Statement”) pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure (“Bankruptcy Rule 2019”) in connection with Counsel’s representation of the ad hoc group (the “Ad Hoc Group”) of holders of those certain 9.625% Junior Secured Guaranteed Notes due 2015 (the “Notes”) issued by debtor Residential Capital, LLC pursuant to that certain Indenture dated June 6, 2008 and respectfully states as follows:

1. As of the date of this Amended Statement, Counsel represents the Ad Hoc Group comprised of each of the entities identified in Exhibit A hereto (with its affiliates, each a “Member”) in connection with these Chapter 11 Cases. As of the date of this Amended Statement, each Member is a holder of the Notes.

2. In November 2011 certain holders of the Notes contacted Counsel to represent them in connection with the Notes. In the intervening months before the commencement of the Chapter 11 Cases, certain holders joined and/or left the Ad Hoc Group. As of the date of this Amended Statement, Counsel represents only the Ad Hoc Group and does not represent or purport to represent any entities other than the Ad Hoc Group in connection with the Chapter 11 Cases. In addition, the Ad Hoc Group represents only the interests of its Members and does not represent or purport to represent any other entities in connection with the Chapter 11 Cases.

3. On June 14, 2012, Counsel filed a verified statement pursuant to Bankruptcy Rule 2019 in connection with Counsel’s representation of the Ad Hoc Group [Docket No. 378] (the “June 2012 Statement”).

4. On June 22, 2012, Counsel filed a Notice of Filing of Corrected Exhibit A revising the June 2012 Statement [Docket No. 488]

5. Members of or entities managed by Members of the Ad Hoc Group hold approximately \$1,002,074,000 in aggregate face amount of the Notes. In accordance with Bankruptcy Rule 2019, the address and nature and amount of all disclosable economic interests for each Member is set forth on Exhibit A. The information contained in Exhibit A is based upon information provided by the Members to Counsel and is subject to change.

6. Nothing in this Amended Statement (or Exhibit A hereto) should be construed as a limitation upon, or waiver of, any Member's rights to assert, file and/or amend its claims in accordance with applicable law and any orders entered in these cases.

7. The undersigned, who are partners of White & Case and Milbank, respectively, verify that the following is true and correct to the best of their knowledge.

Dated: May 7, 2013
New York, New York

WHITE & CASE LLP

By: /s/ J. Christopher Shore
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EXHIBIT A

(All information provided herein is as of May 2, 2013)

<u>NAME</u>	<u>ADDRESS</u>	<u>NATURE AND AMOUNT OF DISCLOSABLE ECONOMIC INTEREST</u>
Alliance Bernstein LP	1345 Avenue of the Americas New York, NY 10105 Attention: Mr. Michael Sohr	\$20,733,000 of Notes
Aurelius Capital Management, LP	535 Madison Avenue 22 nd Floor New York, NY 10022	\$238,656,000 of Notes \$37,540,243 in current face amount of related RMBS Certificates
Davidson Kempner Capital Management LLC	65 East 55th Street, 20th Floor New York, NY 10022 Attention: Ms. Sara Tirschwell	\$157,000,000 of Notes \$137,646,143 in current face amount of related RMBS Certificates
Halcyon Loan Trading Fund LLC	477 Madison Avenue 8 th Floor New York, NY 10022 Attention: Mr. Pratik Desai	\$1,000,000 of Notes
Hudson Bay Capital	777 Third Avenue 30 th Floor New York, NY 10017 Attention: Mr. Michael Aikins	\$4,000,000 of Notes
KS Management Corp.	11 West 42 nd Street 30 th Floor New York, NY 10036 Attention: Mr. Giac Picco	\$1,200,000 of Notes
Loomis, Sayles & Company, L.P.	One Financial Center Boston, MA 02111 Attention: Ms. Diana Monteith	\$220,020,000 of Notes \$1,260,000 of 8.5% notes due 4/17/2013 \$210,000 of 8.875% notes due

		<p>6/30/2015</p> <p>\$95,000 of 8.5% notes due 6/1/2012</p> <p>\$50,000 of 8.375% notes due 5/17/2013</p> <p>\$200,000 of 9.875% notes due 7/1/2014</p>
Marathon Asset Management, L.P.	<p>One Bryant Park 38th Floor New York, NY 10036 Attention: Mr. Daniel Pine</p>	\$173,550,000 of Notes
Pentwater Capital Management LP	<p>227 W Monroe Suite 4000 Chicago, IL 60606-5099 Attention: Mr. Arthur Kaz</p>	<p>\$24,172,000 of Notes</p> <p>Short \$4,000,000 of 8.5% notes due 4/17/2013</p>
Silver Point Capital LP	<p>Two Greenwich Plaza Greenwich, CT 06830 Attention: Mr. Rich Parisi</p>	\$30,485,000 of Notes
UBS AG	<p>Region Americas Legal 677 Washington Boulevard Stamford, CT 06901 Attention: Mr. Kiye Sakai</p>	\$39,382,000 of Notes
Venor Capital Management LP	<p>7 Times Square Suite 3505 New York, NY 10036 Attention: Mr. Michael Scott</p>	<p>\$22,000,000 of Notes</p> <p>\$11,000,000 of 8.5% notes due 4/17/2013</p> <p>\$5,000,000 of 7.125% notes due 5/17/2012</p>

Waterstone Capital Management, L.P.	2 Carlson Parkway, Suite 260 Plymouth, MN 55447 Attention: Mr. David Duback	\$20,000,000 of Notes
York Capital Management	767 Fifth Avenue 17th Floor New York, NY 10153 Attention: Ms. Jeanne Manischewitz	\$49,876,000 of Notes